

# EXHIBIT B

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF VERMONT

SEA SHEPHERD CONSERVATION SOCIETY,

Plaintiff,

v.

PAUL WATSON, THE CAPTAIN PAUL  
WATSON FOUNDATION, SEA SHEPHERD  
ORIGINS,

Defendants.

Case No. 2:22-cv-00227-wks

**DECLARATION OF OMAR TODD IN SUPPORT OF DEFENDANTS’  
OPPOSITION TO PLAINTIFF’S MOTION FOR PRELIMINARY  
INJUNCTION AND IN SUPPORT OF DEFENDANTS’ MOTION  
TO DISMISS FOR LACK OF PERSONAL JURISDICTION**

I, Omar Todd, hereby declare:

1. I am a citizen of Australia and reside in Australia.
2. The Captain Paul Watson Foundation (“the Foundation”) is a non-for-profit corporation incorporated and registered in the State of Delaware on or about July 13, 2022. *See* Ex. 1, *Certificate of Incorporation of Captain Paul Watson Foundation*, STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS (July 13, 2022).
3. I serve as a Director of the Foundation.
4. The Foundation’s registered office and mailing address are both at 16192 Coastal Highway, Lewes, Delaware 19958. *See id.*
5. The Foundation is operated from offices in the United Kingdom and Australia.
6. The Foundation does not have facilities, offices, or employees in Vermont.
7. The Foundation is not registered to do business in Vermont.

8. The Foundation does not own or lease real property in Vermont.
9. The Foundation has no registered agent for service of process in Vermont.
10. The Foundation does not pay Vermont state taxes.
11. The Foundation presently has two members of the Board of Directors: myself and Clementine Pallanca. We are not residents of Vermont.
12. Captain Paul Watson is not and has never been a Board member of the Foundation.
13. Captain Watson does not have any executive, management, or officer position with the Foundation.
14. The Foundation was established to promote and further the legacy of Captain Watson by continuing his life's work of protecting and conserving the ocean through aggressive, but non-violent direct action. As the website for the Foundation states:

As a co-founder of Greenpeace - one of the most recogni[z]ed conservation organi[z]ations in the world and the founder of Sea Shepherd that he built into the most effective marine conservation organi[z]ation on the planet, Paul Watson, arguably the most prolific and successful marine life conservationist of our time is now building a foundation in his name. Captain Watson has never changed his outlook, his dedication, courage, and imaginative thinking toward finding effective solutions to the seemingly impossible problem of how we defend and protect life in the sea. There is a need for an organization to make waves and to undertake direct action. The Captain Paul Watson Foundation continues the work that Captain Watson has been so effectively passionate about for over half a century but will also be run in much less bureaucratic way than former organizations he founded or co-founded.

*See* Ex. 2 at 2, *About the Foundation*, CAPTAIN PAUL WATSON FOUNDATION, <https://www.paulwatsonfoundation.org/the-foundation>.

15. The Foundation is not associated or affiliated with Plaintiff Sea Shepherd Conservation Society and has made that clear to the public. As the Foundation website states on its Home Page:

**The Foundation is not associated or affiliated with Sea Shepherd Conservation Society (SSCS) or Sea Shepherd Global (SSG).** The purpose of the Foundation is to focus on Captain Paul Watson's particular vision and to partner with similar minded NGOs and other organizations that share his original vision which you can see on the 'our objectives' page here.

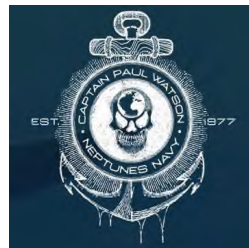
See Ex. 3, *Home*, CAPTAIN PAUL WATSON FOUNDATION, <https://www.paulwatsonfoundation.org/> (emphasis added).

16. The Foundation's website was created by a New York company and is operated by persons located in Australia and the United Kingdom.

17. Captain Watson is not an administrator of the Foundation website and does not have the ability to directly post content on the website.

18. The Foundation website permits individuals to make donations supporting the mission of the Foundation, purchase merchandise, and/or sign up as a volunteer to work for the Foundation.

19. The merchandise sold on the Foundation's website contains newly created logos that prominently display Captain Watson's name and do not include the phrase "Sea Shepherd" anywhere on the logos.



See Ex. 4, *The Official Paul Watson Shop*, CAPTAIN PAUL WATSON FOUNDATION, <https://shop.paulwatson.com/>.

20. The supplier for the merchandise sold on the Foundation's website is a United Kingdom company and any merchandise sold is shipped from the United Kingdom to the

customer.

21. The Foundation does not target and has never specifically targeted Vermont to increase its website traffic, solicit donations, or engage in any other activities.

22. Since the Foundation started selling merchandise from December 21, 2022, and through January 15, 2023, there have been approximately 307 customers who have purchased merchandise from the Foundation website. Only 4 of those customers were from Vermont and the total value of their purchases was \$168.91.

23. The Foundation has received approximately 3,021 donations to the present day of which 554 donors are from the United States. Only 4 of those donations have been declared from individuals with a Vermont address, for a total of \$273.37. Accordingly, less than 0.013% of the Foundation's customers and donors are from Vermont.

24. Out of all volunteers who have applied to work with the Foundation, only 1 of 300 applicants listed a Vermont address.

25. The Foundation is one of several entities that has accepted the invitation to join Sea Shepherd Origins, a non-for-profit entity that was organized and registered under the laws of France on or about November 21, 2022.

26. In paragraphs 49 and 50 of the Complaint, Plaintiff makes reference to a Facebook page for the Foundation. The Facebook page discussed in those paragraphs are not a Facebook page created by the Foundation or under the control of the Foundation. Additionally, the post identified in paragraph 50 of the Complaint has been removed from that Facebook page.

I declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the foregoing is true and correct.

Dated: January 23, 2023

By:   
Omar Todd

# EXHIBIT 1



State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:48 PM 07/13/2022  
FILED 02:48 PM 07/13/2022  
SR 20222979795 - File Number 6910881

**CERTIFICATE OF INCORPORATION  
OF**

**Captain Paul Watson Foundation**

**A DELAWARE NON-STOCK CORPORATION ELECTING NON-PROFIT STATUS**

**FIRST:** The name of the corporation is: Captain Paul Watson Foundation (the "Corporation").

**SECOND:** The Corporation's registered office in the State of Delaware is located at 16192 Coastal Highway, Lewes, Delaware 19958, County of Sussex. The registered agent in charge thereof is Harvard Business Services, Inc.

**THIRD:** The Corporation shall be a nonprofit corporation. The Corporation is organized and shall be operated exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code"). The purpose of this non-profit organization is: To Continue the work of Conservation by public figure Captain Paul Watson

**FOURTH:** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of this Certificate of Incorporation (this "Certificate"), the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

**FIFTH:** The Corporation shall have no capital stock.

**SIXTH:** The business and affairs of the Corporation shall be managed by or under the direction of the board of directors (the "Board"), and the directors comprising the Board (the "Directors") need not be elected by written ballot. The number of Directors on the Board shall be set forth in the Corporation's bylaws (the "Bylaws").

**SEVENTH:** The conditions of and qualifications for membership in the Corporation shall be as set forth in the Bylaws.

**EIGHTH:** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof.

**NINTH:** The Corporation shall exist perpetually unless otherwise decided by a majority of the Board.

**TENTH:** Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ELEVENTH:** In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board is authorized to amend or repeal the Bylaws

**TWELFTH:** The Corporation reserves the right to amend or repeal any provision in this Certificate in the manner prescribed by the laws of the State of Delaware.

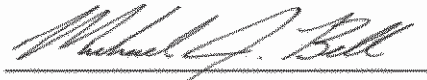


**THIRTEENTH:** The incorporator is Harvard Business Services, Inc., the mailing address of which is 16192 Coastal Highway, Lewes, Delaware 19958

**FOURTEENTH:** To the fullest extent permitted by the Delaware General Corporate Law (the "DGCL"), a Director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a Director. No amendment to, modification of, or repeal of this item Fourteenth shall apply to or have any effect on the liability of a Director for or with respect to any acts or omissions of such Director occurring prior to such amendment. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then this Certificate should be read to eliminate or limit the liability of a Director of the Corporation to the fullest extent permitted by the DGCL, as so amended.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware do make and file this certificate, and do certify that the facts herein stated are true; and have accordingly signed below, this July 13, 2022.

Signed and Attested to by:

A handwritten signature in cursive script, appearing to read "Michael J. Bell", written over a horizontal line.

Harvard Business Services, Inc., Incorporator  
By: Michael J. Bell, President

# **EXHIBIT 2**

WE WELCOME THE JOHN PAUL DEJORIA TO OUR FLEET | SEE THE SHIP

CAPTAIN  
WATSON  
FOUNDATION

HOME

ABOUT

TAKE ACTION

ALLIES

CONTACT

CAPTAIN'S LOG

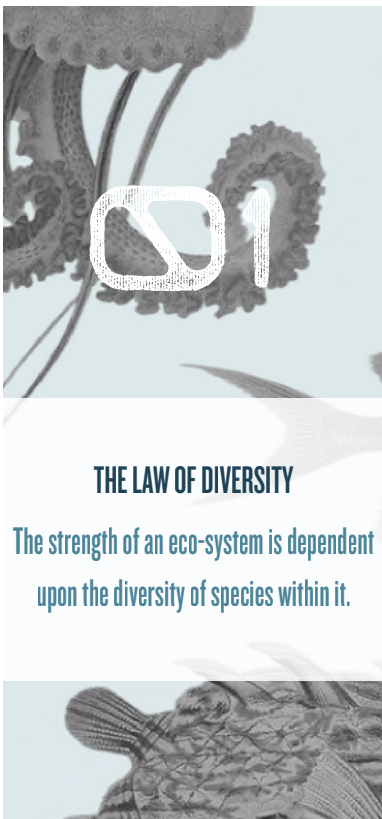
SHOP



DONATE

THE CAPTAIN PAUL WATSON FOUNDATION has been established to promote and further the legacy of Captain Paul Watson. To focus on the protection and conservation of the Ocean through direct intervention supported by education, documentation, research activities and partnerships with other NGOs, governments and international institutions like the United Nations.

## THE 3 LAWS OF ECOLOGY



01

**THE LAW OF DIVERSITY**

The strength of an eco-system is dependent upon the diversity of species within it.



02

**THE LAW OF INTERDEPENDENCE**

All species depend on each other for survival.



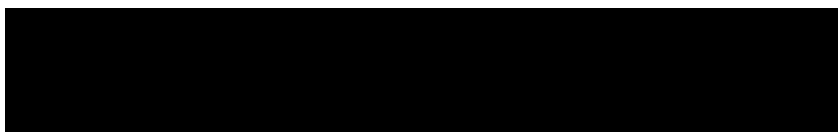
03

**THE LAW OF FINITE RESOURCES**

There are limits to growth and limits to carrying capacity.

**ACTION NOT WORDS**

**LEARN MORE**



WE WELCOME THE JOHN PAUL DEJORIA TO OUR FLEET | SEE THE SHIP

CAPTAIN  
WATSON  
FOUNDATION

HOME

ABOUT

TAKE ACTION

ALLIES

CONTACT

CAPTN'S LOG

SHOP



DONATE

Check out the latest news on The CPWF and stay up to date on everything marine conservation.

## CHURCH OF BIOCENTRISM

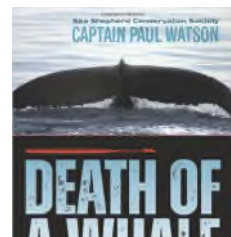
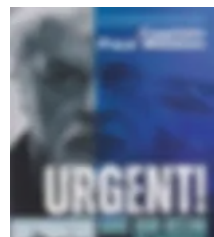
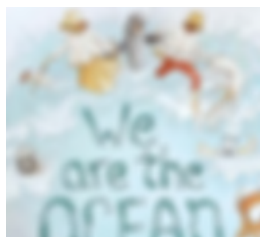
Learn about the principles of biocentrism, interdependence, and the laws of ecology.

## NEPTUNES NAVY

Donate, volunteer, or follow along with all of our Navy's direct action campaigns.

Life in the sea is being dangerously diminished and if the Ocean Dies, We Die! That is a fact. For over fifty years, Captain Paul Watson has been at sea fighting illegal operations intent upon destruction and death, impacting all species in the sea from Phytoplankton to the Great Whales. Utilizing the strategy of aggressive non-violence, Captain Watson has shut down hundreds of illegal activities around the planet, saving hundreds of thousands of lives. Because of his interventions the Japanese whaling fleet is no longer slaughtering whales in the Southern Ocean Whale Sanctuary. As a co-founder of Greenpeace - one of the most recognised conservation organisations in the world and the founder of Sea Shepherd that he built into the most effective marine conservation organisation on the planet, Paul Watson, arguably the most prolific and successful marine life conservationist of our time is now building a foundation in his name. Captain Watson, has never changed his outlook, his dedication, courage, and imaginative thinking toward finding effective solutions to the seemingly impossible problem of how we defend and protect life in the sea. There is a need for an organization to make waves and to undertake direct action. The Captain Paul Watson Foundation continues the work that Captain Watson has been so effectively passionate about for over half a century but will also be run in much less bureaucratic way than former organizations he founded or co-founded.

## SHOP PAUL'S BOOKS



HOME

ABOUT

TAKE ACTION

SHOP

MEDIA

DONATE

WE WELCOME THE JOHN PAUL DEJORIA TO OUR FLEET | SEE THE SHIP

CAPTAIN  
WATSON  
FOUNDATION

HOME

ABOUT

TAKE ACTION

ALLIES

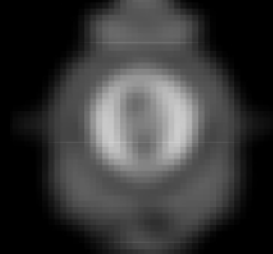
CONTACT

CAPTAIN'S LOG

SHOP



DONATE



THANKS TO OUR PARTNERS



Captain Paul Watson Foundation is a 501(c)(3) charity (pending) in the United States. ©2022 Captain Paul Watson Foundation

# **EXHIBIT 3**



DONATE

WHERE OTHERS FEAR TO GO

# WE WILL CONTINUE TO FIGHT

BUT WE NEED YOUR HELP

DONATE

SEE THE SHIP

VOLUNTEER

## THE OFFICIAL CAPTAIN PAUL WATSON FOUNDATION

The purpose of this Foundation is to carry on Captain Paul Watson's effective agenda to defend life in the sea through a unique strategy of aggressive non-violence and intervention against illegal operations exploiting life in the sea.

As the co-founder of Greenpeace and the founder of Sea Shepherd, Captain Watson has become the world's most iconic anti-poaching and anti-whaling strategist.

The Foundation is not associated or affiliated with Sea Shepherd Conservation Society (SSCS) or Sea Shepherd Global (SSG). The purpose of the Foundation is to focus on Captain Paul Watson's particular vision and to partner with similar minded NGOs and other organizations that share his original vision which you can see on the "our objectives" page [here](#).

LEARN MORE

PODCAST

FEATURED IN



TIME

ANIMAL  
PLANET

The New York Times



DONATE

## SIGN UP FOR OUR NEWSLETTER

Sign up to receive all the latest news from the Captain Paul Watson Foundation.

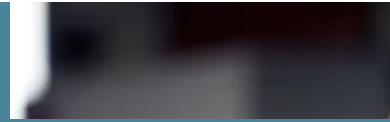
SUBSCRIBE

GET INVOLVED & VOLUNTEER   DONATE TO KEEP THE FIGHT GOING   SUPPORT CPWF & SHOP MERCH

VOLUNTEER

DONATE

SHOP NOW



DONATE

# CAPTAIN PAUL WATSON FOUNDATION

HOME

ABOUT

TAKE ACTION

SHOP

MEDIA

DONATE



THANKS TO OUR PARTNERS  
**ITOHAUS**  
DIGITAL MARKETING



Captain Paul Watson Foundation is a 501(c)(3) charity (pending) in the United States. ©2022 Captain Paul Watson Foundation

# **EXHIBIT 4**



## FEATURED COLLECTION



**Unisex T-Shirt – CPWF logo**  
\$30.00



**Unisex Pullover Hoodie –CPWF logo**  
\$60.00



**Unisex T-Shirt – CPWF logo w white**

\$30.00



**Unisex Long-Sleeve T-shirt – CPWF logo**

\$40.00



**Women's Relaxed Fit Hoodie – CPWF logo**

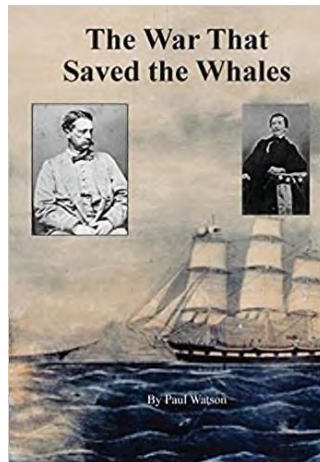
\$60.00



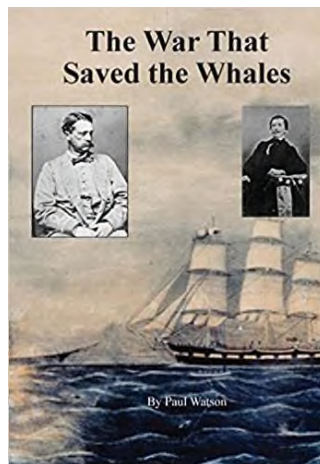
**Women's Crewneck T-Shirt – CPWF logo**

\$30.00

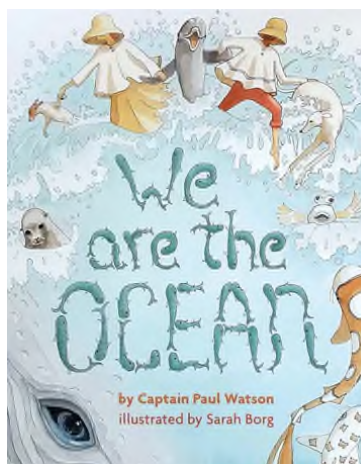
## THE CAPTAIN'S FEATURED COLLECTION



**[Hard Cover] The War that Saved the Whales: The Confederate War Against the Yankee Whalers**  
\$35.00



**[Soft Cover] The War that Saved the Whales: The Confederate War Against the Yankee Whalers**  
\$15.00



**We are the Ocean**  
\$17.95

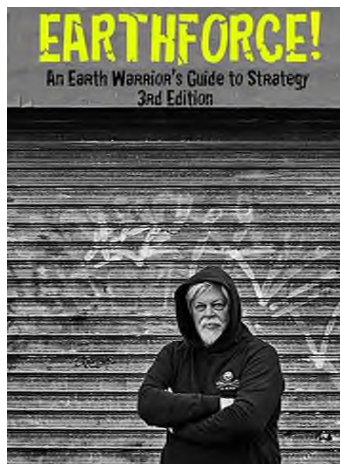
Death of a Whale: The Challenge of Anti-Vandalism and Indigenous Rights

\$19.95



Urgent! Save Our Ocean to Survive Climate Change

\$10.00



Earthforce! An Earth Warrior's Guide to Strategy

\$30.00

Orcapedia

\$24.95

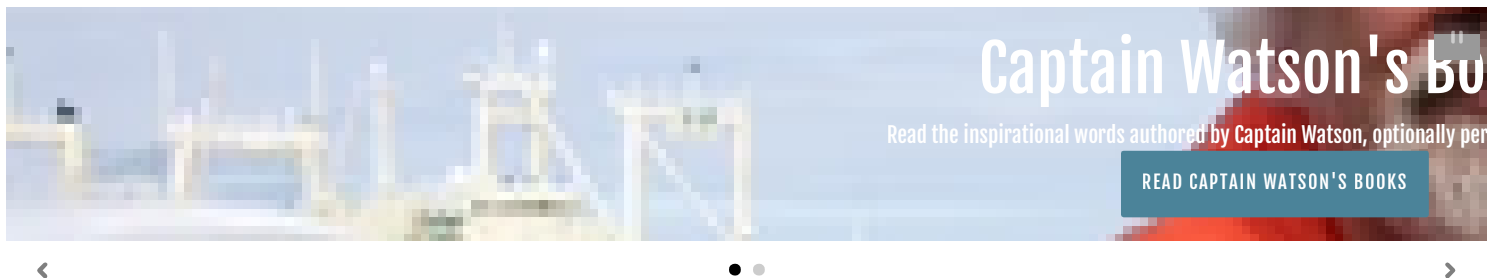


## Defending Orcas

\$15.00

## Quotations from Captain Paul Watson

Sold out



## QUICK LINKS

[Home](#)

[All Products](#)

[Privacy Policy](#)

[Terms of Service](#)

[Refunds and Returns](#)

[Contact Us](#)

[Do not sell my personal information](#)

## ABOUT THE SHOP

All proceeds goto The Church of Biocentrism (registered 501c3)

## JOIN THE FIGHT & SIGN UP NOW

Email address

SUBSCRIBE



© 2023, Captain Watson Shop Powered by Shopify

United States (USD \$)